

EXHIBIT 3

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE TRONOX, INC.)	Civil Action No. 09-CV-06220-SAS
SECURITIES LITIGATION)	
)	Electronically Filed
)	
THIS DOCUMENT RELATES TO)	
ALL CLASS ACTIONS)	
)	

**DECLARATION OF STEVEN J. TOLL ON BEHALF OF COHEN MILSTEIN
SELLERS & TOLL PLLC IN SUPPORT OF PLAINTIFFS' COUNSEL'S MOTION FOR
AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Steven J. Toll, under penalty of perjury, declares as follows:

1. I am a partner with the law firm of Cohen Milstein Sellers & Toll PLLC, Liaison Counsel herein, and a member in good standing of the bars of the State of Virginia and the District of Columbia and am admitted to practice in this Court *pro hac vice* for purposes of this litigation. I submit this declaration in support of Plaintiffs' Counsel's application for an award of attorneys' fees in connection with services rendered in the above-captioned action (the "Action") from inception through September 30, 2012 (the "Time Period"), as well as for reimbursement of expenses incurred by my firm in connection with the Action.

2. My firm is Liaison Counsel for Lead Plaintiffs and the Class and has been actively involved in the prosecution of this Action, particularly in the pleading and discovery phases of the Action. .

3. The schedule attached hereto as Exhibit 1 is a summary reflecting the amount of time spent by each attorney and professional support staff of my firm who was involved in the prosecution and settlement of the Action during the Time Period, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the attorneys and professional support staff included in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

5. The total number of hours expended on this Action by my firm during the Time Period is 3,559.00. The total lodestar for my firm for that period is \$1,307,845.00, consisting of \$1,302,511.25 for attorneys' time and \$5,333.75 for professional support staff time.

6. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

7. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$1,069.82 in unreimbursed expenses in connection with the prosecution of this Action during the Time Period.

8. The expenses incurred in this Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on October 15, 2012



Steven J. Toll

EXHIBIT 1
COHEN MILSTEIN SELLERS & TOLL PLLC

In re Tronox, Inc. Securities Litigation

LODESTAR REPORT

Reporting Period: Inception through September 30, 2012

Name/Designation	HOURLY RATE	HOURS	LODESTAR
PARTNERS			
Steven J. Toll	\$825.00	92.25	\$76,106.25
Daniel S. Sommers	\$725.00	7.25	\$5,256.25
OF COUNSEL			
Christopher Lometti	\$750.00	48.75	\$36,562.50
Cathy A. Torrell	\$660.00	9.00	\$5,940.00
ASSOCIATES			
Michael Eisenkraft	\$495.00	15.75	\$7,796.25
Daniel Rehns	\$460.00	74.00	\$34,040.00
Kenneth Rehns	\$395.00	26.75	\$10,566.25
CONTRACT ATTORNEYS			
Benita Talati	\$290.00	667.50	\$193,575.00
Samir Ismayilov	\$325.00	1,056.50	\$343,362.50
Frank Delfi	\$455.00	675.00	\$307,125.00
Ernest Freeman	\$325.00	868.25	\$282,181.25
ANALYSTS			
Alan Szydlowski	\$495.00	4.00	1,980.00
PARALEGALS			
ShellyAnn Gregory	\$225.00	0.75	\$168.75
Jihoon Lee	\$250.00	5.00	\$1,250.00
John Lu	\$240.00	3.75	\$900.00
Michael McBride	\$230.00	4.50	\$1,035.00
TOTALS		3,559.00	\$1,307,845.00

EXHIBIT 2
COHEN MILSTEIN SELLERS & TOLL PLLC

In re Tronox, Inc. Securities Litigation

EXPENSE REPORT

Reporting Period: Inception through September 30, 2012

Expense Description	Amount (\$)
In-House Duplicating	\$2.70
Long Distance Telephone (Internal)	\$1.19
Long Distance (Third Party)	\$91.71
Local Courier	\$132.45
Other Court Fees	\$25.00
Lexis	\$243.57
Other Computer Services	\$191.81
Travel - Transportation	\$221.02
Travel - Taxis, Tips	\$18.00
Travel - Meals	\$3.75
Travel - Parking Charges	\$10.00
Secretarial Overtime	\$128.62
TOTAL	\$1,069.82